AGENDA
EXECUTIVE COMPENSATION COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS

Tuesday, September 13, 2022 – 4:00pm
El Camino Hospital | 2500 Grant Road, Mountain View, CA 94040

PURSUANT TO GOVERNMENT CODE SECTION 54953(e)(1), EL CAMINO HEALTH WILL NOT BE PROVIDING A PHYSICAL LOCATION TO THE PUBLIC FOR THIS MEETING. INSTEAD, THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION MEETING VIA TELECONFERENCE AT:

1-669-900-9128, MEETING CODE: 969 6331 5269#. No participant code. Just press #.

PURPOSE: To assist the El Camino Hospital (ECH) Board of Directors ("Board") in its responsibilities related to the Hospital's executive compensation philosophy and policies. The Executive Compensation Committee shall advise the Board to meet all applicable legal and regulatory requirements as it relates to executive compensation.

<table>
<thead>
<tr>
<th>AGENDA ITEM</th>
<th>PRESENTED BY</th>
<th>ESTIMATED TIMES</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. CALL TO ORDER/ROLL CALL</td>
<td>Bob Miller, Chair</td>
<td>4:00 - 4:01pm</td>
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<tr>
<td>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</td>
<td>Bob Miller, Chair</td>
<td>4:01 – 4:02</td>
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<td>3. PUBLIC COMMUNICATION</td>
<td>Bob Miller, Chair</td>
<td>Information 4:02 – 4:05</td>
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<tr>
<td>a. Oral Comments</td>
<td>This opportunity is provided for persons in the audience to make a brief statement, not to exceed three (3) minutes on issues or concerns not covered by the agenda.</td>
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<td>b. Written Correspondence</td>
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<tr>
<td>4. CONSENT CALENDAR</td>
<td>Bob Miller, Chair</td>
<td>Motion required 4:05 – 4:06</td>
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<tr>
<td>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</td>
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<tr>
<td>Approval</td>
<td></td>
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<tr>
<td>a. Minutes of the Open Session of the ECC Meeting (03/03/2022)</td>
<td></td>
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<tr>
<td>b. Minutes of the Open Session of the ECC Meeting (05/18/2022)</td>
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<tr>
<td>c. Minutes of the Open Session of the ECC Meeting (06/24/2022)</td>
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<tr>
<td>Information</td>
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<tr>
<td>d. Progress against FY23 Committee Goals/Pacing Plan</td>
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<td>5. REPORT ON BOARD ACTIONS</td>
<td>Dan Woods, CEO</td>
<td>Information 4:06 – 4:11</td>
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<tr>
<td>6. PROPOSED FY22 ORGANIZATIONAL PERFORMANCE INCENTIVE PLAN SCORE</td>
<td>Dan Woods, CEO</td>
<td>Possible motion 4:11 – 4:26</td>
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<tr>
<td>7. ADJOURN TO CLOSED SESSION</td>
<td>Bob Miller, Chair</td>
<td>Motion required 4:26 – 4:27</td>
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<tr>
<td>8. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</td>
<td>Bob Miller, Chair</td>
<td>Information 4:27 – 4:28</td>
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A copy of the agenda for the Regular Committee Meeting will be posted and distributed at least seventy-two (72) hours prior to the meeting. In observance of the Americans with Disabilities Act, please notify us at (650) 988-7659 prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.
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<td>9. <strong>CONSENT CALENDAR</strong>&lt;br&gt;Any Committee Member or member of the public may remove an item for discussion before a motion is made.</td>
<td>Bob Miller, Chair</td>
<td>motion required 4:28 – 4:30</td>
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<tr>
<td>Approval&lt;br&gt;Gov’t Code Section 54957.2:&lt;br&gt;a. Minutes of the Closed Session of the ECC Meeting (05/18/2022)&lt;br&gt;b. Minutes of the Closed Session of the ECC Meeting (06/24/2022)</td>
<td>Bob Miller, Chair</td>
<td>possible motion 4:30 – 4:40</td>
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<tr>
<td>10. Gov’t Code Section 54957 and 54957.6 for a report and discussion on personnel matters: Proposed FY22 Individual Performance Incentive Plan Scores</td>
<td>Dan Woods, CEO</td>
<td>possible motion 4:40 - 4:50</td>
</tr>
<tr>
<td>11. Gov’t Code Section 54957 and 54957.6 for a report and discussion on personnel matters: Proposed FY22 Performance Incentive Plan Payouts</td>
<td>Dan Woods, CEO</td>
<td>possible motion 4:50 - 4:55</td>
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<tr>
<td>14. Gov’t Code Section 54957 and 54957.6 for a report and discussion on personnel matters: Proposed FY23 Executive Base Salaries</td>
<td>Dan Woods, CEO</td>
<td>possible motion 5:30 – 5:40</td>
</tr>
<tr>
<td>15. Gov’t Code Section 54957 and 54957.6 for a report and discussion on personnel matters: Proposed FY23 CEO Base Salary Range</td>
<td>Bob Miller, Chair</td>
<td>discussion 5:40 – 5:45</td>
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<td>16. ADJOURN TO OPEN SESSION</td>
<td>Bob Miller, Chair</td>
<td>motion required 5:40 – 5:45 pm</td>
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<td>17. RECONVENE OPEN SESSION/ REPORT OUT</td>
<td>Bob Miller, Chair</td>
<td>information 5:41 - 5:42</td>
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<td>To report any required disclosures regarding permissible actions taken during Closed Session.</td>
<td>Bob Miller, Chair</td>
<td>public comment 5:42 – 5:43</td>
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<td>18. PROPOSED FY23 CEO BASE SALARY RANGE</td>
<td>Bob Miller, Chair</td>
<td>possible motion 5:43 – 5:44</td>
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<td>19. CLOSING COMMENTS</td>
<td>Bob Miller, Chair</td>
<td>discussion 5:45 - 5:46</td>
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<td>20. ADJOURNMENT</td>
<td>Bob Miller, Chair</td>
<td>public comment 5:46 - 5:50</td>
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**Upcoming Regular Meetings:** November 3, 2022; March 2, 2023; May 4, 2023

**Upcoming Board & Committee Education Meetings:** January 18, 2023; March 8, 2023